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BellSouth Telecommunications, Inc

333 Commerce Street Suite 2101 Nashville, TN 37201-3300 TRA DOCKET ROOM

Guy M Hicks General Counsel

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guy hicks@bellsouth com

March 28, 2005

VIA HAND DELIVERY

Hon Pat Miller Chairman Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, Tennessee 37243-0505

Re:

Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Docket No. 05-00089

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO Tennessee, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated November 4, 1999 The Amendment adds Quickserve to the Agreement

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hıcks

cc Dana Shaffer, XO Tennessee, Inc

Regulatory Department, XO Communications, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY Nashville, Tennessee

In re:

Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Docket	No.	

PETITION FOR APPROVAL OF THE AMENDMENT TO THE INTERCONNECTION AGREEMENT NEGOTIATED BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC. AND XO TENNESSEE, INC. PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, XO Tennessee, Inc. ("XO") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated November 4, 1999 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, XO and BellSouth state the following:

- 1. XO and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to XO. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 28, 2000.
- 2. The parties have recently negotiated an Amendment to the Agreement which adds Quickserve to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.
- 3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO and BellSouth are submitting their Amendment to the TRA for its consideration and

approval The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval

- 4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and XO within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement with the public interest, convenience and necessity.
- 5. XO and BellSouth aver that the Amendment is consistent with the standards for approval.
- 6. Pursuant to 47 USC Section 252(1) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

XO and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 24 day of 1205.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

Guy M. Hicks 333 Commerce Street, Suite 2101 Nashville, Tennessee 37201-3300 (615) 214-6301 Attorney for BellSouth

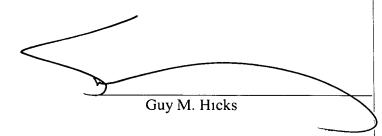
CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the States Ma

Dana Shaffer XO Tennessee, Inc. 105 Molloy Street, Suite 300 Nashville, TN 37201-2315

XO Tennessee, Inc. Regulatory Department 105 Molloy Street, Suite 300 Nashville, TN 37201-2315

XO Communications, Inc. Regulatory Department 1730 Rhode Island Ave., NW Suite 1000 Washington, D.C. 20036



Amendment to the Agreement Between XO Tennessee, Inc. and BellSouth Telecommunications, Inc. Dated November 4, 1999

Pursuant to this Amendment, (the "Amendment"), XO Tennessee, Inc. ("XO"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated November 4, 1999 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and XO entered into the Agreement on November 4, 1999, and,

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement,

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

- 1 The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference
- 2 All of the other provisions of the Agreement, dated November 4, 1999, shall remain in full force and effect
- Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Sport

Name: Kristen Rowe

Title: Director

Date: 12/17/04

XO Tennessee, Inc.

By:

Name:

Title:

Date: 7 7/6 -01

Version: QuickServe Amendment - Standard ICA 09/29/04

[CCCS Amendment 2 of 4]

ICA Attachment 2	
 OutckServe Amendment 	
ersion	10/06/01

UNBUNDLE	UNBUNDLED NETWORK ELEMENTS - Tennessee											-	Attachm	Attachment 2	Exhit	Exhibit B
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